FAG

SCHAEFFLER
LUK INA FAG

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G",
Bandra- Kurla Complex,
Bandra (E)
MUMBAI - 400 051

May 26, 2016

Company Code: FAGBEARING

Sub: Minutes of 53rd Annual General Meeting

Dear Sirs,

Please find enclosed herewith Minutes of 53rd Annual General Meeting held on April 27, 2016 for your reference and record purpose.

Thanking you.

Yours faithfully,

For FAG Bearings India Limited

FAG Bearings India Ltd. Vadodara

Raj Sarraf
Company Secretary
ICSI Membership No. ACS 15526
Vadodara

Encl: As above

V.A. Thakker

FAG Bearings India Limited
Head Office & Works :
Maneja
Vadodara – 390 013 INDIA
Phone: +91 265 660 2000
Fax: +91 265 263 8804
www.schaeffler.co.in
info.in@schaeffler.com

Registered Office :
Nariman Bhavan, 8th Floor
227, Backbay Reclamation
Nariman Point,
Mumbai – 400 021 INDIA
Phone: +91 22 6681 4444
Fax: +91 22 2202 7022

CIN: L29130MH1962PLC012340

Sales Offices:
Mumbai, Kolkata, New Delhi,
Chennai, Pune, Bangalore, Hyderabad,
Jamshedpur

MINUTES OF THE 53rd ANNUAL GENERAL MEETING OF MEMBERS OF 'FAG BEARINGS INDIA LIMITED' HELD ON WEDNESDAY, APRIL 27, 2016 AT 3:00 PM AT 'KAMALNAYAN BAJAJ HALL, GROUND FLOOR, BAJAJ BHAVAN, 226 JAMNALAL BAJAJ MARG, NARIMAN POINT, MUMBAI – 400 021, MAHARASHTRA, INDIA

Present:

Chairman

Mr. Avinash Gandhi

Directors

Mr. Dietmar Heinrich
Mr. Frank Huber
Mr. Klaus Rosenfeld
Mr. R Sampath Kumar
Mr. Rajendara Anandpara – Managing Director
Mr. Rakesh Jinsi
Mrs. Renu Challu
Dr. Sanak Mishra

Company Secretary

Mr. Raj Sarraf

Members

In Person (including representatives)- 135 (Representing 94, 57,192 nos. of Shares)
Through Proxies - 8 (Representing 5, 16,370 nos. of Shares)

By invitation

Mr. Satish Patel - Chief Financial Officer
Mr. Dharmesh Arora - CEO, Schaeffler India

In order to commence proceedings of the Annual General Meeting and as per the regulatory requirements, the Company Secretary declared presence of;

1. Requisite number of members – forming a valid quorum,
2. All the Board Members,
3. Mrs. Renu Challu, Chairperson of Audit Committee and Stakeholders Relationship Committee,

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4. Dr. Sanak Mishra, Chairman of Nomination and Remuneration Committee,
5. Mr. Vijay Mathur, representative of B S R & Co. LLP, Statutory Auditors,
6. Mr. Suresh Kabra - Secretarial Auditors and Scrutinisers for the voting,
7. Mr. Yashodhar Thakar - Cost Auditors and
8. Mr. Devang Shah - Internal Auditor.

The Members were also informed that all statutory records and registers were available for inspection by members. The Company Secretary, then requested the Chairman to commence the Meeting.

MEETING DECLARED OPEN

The Chairman welcomed all the members of the Company, Auditors, Scrutinizers and the Board Members present and declared the Meeting opened.

INTRODUCTION OF DIRECTORS

The Chairman introduced the Directors on the dais and thanked them for their presence.

CHAIRMAN'S SPEECH

The Chairman delivered his speech, copy of which was made available to all the members present and proxies present in the meeting. He briefed about the economy trend, industry outlook, its likely impact and financial performance of the Company. He stated that even though the Annual Report and his speech contained key financial figures and major trends, but as a further step towards better Corporate Governance and Transparency, he advised the Managing Director, Mr. Anandpara, to give an overview of Company's performance and key initiatives taken in 2015.

PRESENTATION BY THE MANAGING DIRECTOR

Upon Chairman's request, the Managing Director, Mr. Anandpara, gave an overview of the Company, its operations and market. In his presentation he mainly focused on:

- Business Overview,
- Country's Economic Trend, Market and Government initiatives
- Performance Highlights of 2015 with Sales Structure and Market share
- Schaeffler Strategy Concept - "Mobility for Tomorrow"
- Our Service Competence in various sectors
- Process and System Competence,

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- Innovation, operational excellence,
- Recognitions & Rewards, and
- Steps taken toward welfare of the society under its Corporate Social Responsibility Initiatives.

With the permission of the Chairman, he invited CFO, Mr. Satish Patel, to present a financial overview. Mr. Patel then presented;

- Key Financial Highlights – 2015 P&L, Balance Sheet and contributing factors to the growth particularly as compared to the previous year,
- Key Figures and comments on deviations 2015 v/s 2014
    a) Material Consumption & other Expenses,
    b) Depreciation and amortization,
    c) Loans & Advances and Cash & Bank Balances,
- Amalgamation of FAG Roller Bearings Pvt. Ltd and impact on Numbers
- Material Related Party Transactions (RPT) and reasons for increased limits.

The Chairman also clarified that although the approval under agenda item no. 6, was sought for 25% increase in 2016 and thereafter, however, those would be placed before the members for approval from time to time, following the good governance practices

The Managing Director Mr. Anandpara then presented Core focus areas, markets and priorities in 2016 and performance highlights of the first quarter of 2016.

The Chairman appreciated the informative coverage, which answered many of the queries from the Shareholders. In his closing remarks, the Chairman on behalf of the Company extended gratitude to all the Shareholders, the Schaeffler Group, Employees, Suppliers, Customers, Distributors, Bankers and all the business associates for their continued support in the Company's journey of growth.

NOTICE OF THE MEETING AND AUDITORS' REPORT

Upon the Chairman's request, the Company Secretary briefed about the Agenda Items to be dealt with in the meeting. Stating the regulatory aspect for each agenda item, he informed about Audit Reports given by the Auditors, which were free from any qualification.

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QUERIES & SUGGESTIONS

The Chairman invited comments, queries and suggestions from the members on the Annual Financial Statements and clarified that following the usual practice majority of the questions would be answered at the end of the discussion session.

Mrs. Ashalata Maheshwari, Mr. Z.I. Maniar, Ms. Lekha Shah, Mr. Mapara, Mr. H.S. Sanghavi, Mrs. Shobhana Mehta, Mr. Hariram Chaudhary, Mr. Nigel Gonsalves, Mr. Prakash Vazirani, Mrs. Homayun Pouredehi, Mr. Shailesh Mahadevia, Mr. Bharat Shah and Mr. Ravi Purohit, were the few speaker shareholders. They congratulated the management team for sustaining growth momentum and appreciated:

- Well prepared annual report,
- Informative presentation given by the Managing Director and the CFO,
- CSR Activities undertaken and approach followed by the Company, and
- Excellent Shareholders' Plant Visit conducted during December 2015.

The speaker shareholders acknowledged that most of their queries were already replied during the presentation. However they drew the attention of the management team to their remaining queries, concerns and suggestions especially on the matters as under;

1. Exports opportunities,
2. Capex Plans, Savli plant Contribution,
3. Optimal CSR Spent,
4. Steps taken towards increase of market share,
5. Staff Attrition Rate,
6. Spurious Bearings,
7. Few recommendations on
    - Issue of Bonus Shares,
    - Splitting of Shares and,
    - Issue of Right Shares and
    - Increased pay out.
8. Few Suggestions were given on;
    - Participation in Government's Infrastructure Project,
    - Another plant visit for the Shareholders' etc.,
    - Disclosure of market share in the Annual Report, and
    - Merger of Various Schaeffler's Legal Entities in India.

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The Chairman thanked the shareholders for their appreciation and suggestions. He and Mr. Anandpara then addressed most of the questions.

VOTING

The Chairman then requested the Company Secretary to commence with voting process through poll.

The Company Secretary briefed the members about the e-voting facility provided by the Company to all Members through CDSL e-Voting platform during April 24, 2016 to April 26, 2016, in respect of all agenda items as set forth in the notice calling Annual General Meeting, as per new regulatory requirements. He further added that many of the members have exercised their rights and cast votes on the agenda items.

The Company Secretary communicated to the members that those who could not vote through electronic means they could caste their vote using poll papers which were given to all the members at the time of entrance. He then invited Scrutinizer, Mr. Suresh Kabra to explain the procedure for casting the votes.

POLL PROCESS

Mr. Suresh Kabra, Scrutinizer explained the poll process including manner of casting votes by giving "assent or dissent" on the resolutions with number of shares they wished to vote in 'favour' or 'against'. He stated that for ease of reference guidelines were displayed near ballot boxes, just to avoid invalid votes.

Mr. Suresh Kabra instructed his colleague to show empty Ballot Boxes to the members and to lock the same. Accordingly, empty Ballot Boxes were shown to the members and then locked. The keys of locked Ballot Boxes were handed over to the Scrutinizer.

AGENDA

Following resolutions as set forth in the notice calling Annual General Meeting were put to vote through poll.

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ITEM NO. 1

ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2015

[Ordinary Resolution]

"RESOLVED THAT the Audited Financial Statements of the Company including Balance Sheet as at December 31, 2015 and the Statement of Profit and Loss for the financial year ended on that date, together with Cash Flow Statement and notes as attached thereto, the Directors' and Auditors' Report thereon as circulated to the members along with notice, be and are hereby received, approved and adopted."

"RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto."

ITEM NO. 2

DECLARATION OF DIVIDEND

[Ordinary Resolution]

"RESOLVED THAT the final dividend on the fully paid up equity shares of the Company at the rate of Rs. 10 per equity share for the year 2015 be and is hereby declared."

"RESOLVED FURTHER THAT the same be paid to those shareholders whose names appear on the 'Register of Members' as at the end of business hours on April 18, 2016 and in respect of shares held in dematerialised form, the dividend be paid on the basis of beneficial ownership as per the details furnished by the Depositories in this regard."

"RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto."

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ITEM NO. 3

RE-APPOINTMENT OF MR. AVINASH GANDHI

[Ordinary Resolution]

"**RESOLVED THAT** Mr. Avinash Gandhi [DIN: 00161107], whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company."

"**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto."

ITEM NO. 4

RE-APPOINTMENT OF MR. DIETMAR HEINRICH

[Ordinary Resolution]

"**RESOLVED THAT** Mr. Dietmar Heinrich [DIN: 00928243], whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company."

"**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto."

ITEM NO. 5

RATIFICATION OF APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION

[Ordinary Resolution]

"**RESOLVED THAT** pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time and in line with the Ordinary Resolution passed by the Members at 52nd Annual General Meeting held on April 24, 2015,

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appointment of M/s. B S R & Co. LLP, Chartered Accountants (Reg. No. 101248 W / W-100022), Mumbai, as the Statutory Auditors of the Company (for five years from the conclusion of 52nd Annual General Meeting) be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of 54th Annual General Meeting to be held in the year 2017."

"RESOLVED FURTHER THAT the Audit Committee and / or Board of Directors be and is hereby authorised to fix their remuneration according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard."

"RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto."

ITEM NO. 6
APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS
[Ordinary Resolution]

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to Material Related Party Transactions with 'Schaeffler Technologies AG & Co. KG', Germany during the year 2016 and such approval is further accorded to an increase of up to 25% over and above the consolidated value of transactions in the previous year.

"RESOLVED FURTHER THAT the Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto."

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ITEM NO. 7
REMUNERATION TO THE COST AUDITORS
[Ordinary Resolution]

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Y. S. Thakar & Co., Cost Accountants having Firm Registration No. 000318, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending December 31, 2015, be paid a remuneration of Rs. 100,000 (Rupees One Lakh only), excluding all taxes and reimbursement of out of pocket expenses."

"**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto."

ITEM NO. 8
REMUNERATION TO NON-EXECUTIVE DIRECTORS
[Ordinary Resolution]

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other consents, if any, approval of the Company be and is hereby accorded on payment of remuneration to the Non-executive Directors of the Company, by way of profit related commission, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, as recommended by the Nomination & Remuneration Committee (NRC) and the Board of Directors to the extent of Rs. 3.85 million for the year 2015."

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"RESOLVED FURTHER THAT subject to overall ceiling as stipulated in the Companies Act, 2013 and in accordance with performance of the Company, the Board of Directors of the Company be and is hereby authorised to increase profit related commission by way of annual increment, as it may think fit based upon the recommendation of NRC, to the extent of Rs 11.0 million for the period up to and including year 2019."

"RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors to determine the manner, rate and quantum of remuneration for each individual Non-executive Director who is entitled to receive such remuneration based upon performance evaluation, criteria set forth in the Nomination and Remuneration Policy and recommendations of the NRC, and to do all such acts, deeds, things and to take all such steps as may be required in this regard."

VOTING RESULTS

The Resolutions were put for voting through electronic means during the period from April 24-26, 2016 and through poll during the 53rd Annual General Meeting of the Company. After the meeting scrutinisers M/s. Samdani Kabra & Associates, Practising Company Secretaries, Vadodara represented by Mr. Suresh Kabra, had submitted their report, which was placed on the Company's website.

Based upon the Scrutiniser's report, the Company Secretary as authorised by the Chairman in this regard, declared the aforesaid resolutions as passed.

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SUMMARY OF SCRUTINIZERS' REPORT

Declaration of Voting Results of 53rd Annual General Meeting

Res. No.	Resolutions Proposed for Members' approval through Remote E-voting and Poll Papers	Number of Votes Casted									Result	
		Remote e-Voting (April 24 - 26, 2016)			by Poll Papers (April 27, 2016)			Total (April 29, 2016)				
		In Favour	Against	Invalid	In Favour	Against	Invalid	In Favour	Against	Invalid	Type	Passed
1	To receive, consider and adopt the Financial Statement including Balance Sheet as at December 31, 2015 and the Statement of Profit and Loss for the year ended on that date along with Directors' and Auditors' Report thereon.	44,90,349	0	4,94,263	85,32,218	0	8,066	1,30,22,567	0	5,02,329	Ordinary	Yes
2	To declare dividend for the year ended December 31, 2015.	49,84,612	0	0	85,32,218	0	8,066	1,35,16,830	0	8,066	Ordinary	Yes
3	To appoint a Director in place of Mr. Avinash Gandhi (DIN: 00161107) who retires by rotation and being eligible offers himself for re-appointment.	48,71,084	531	1,12,997	85,32,218	0	8,066	1,34,03,302	531	1,21,063	Ordinary	Yes
4	To appoint a Director in place of Mr. Dietmar Heinrich (DIN: 00928243) who retires by rotation and being eligible offers himself for re-appointment.	48,71,290	325	1,12,997	85,32,218	0	8,066	1,34,03,508	325	1,21,063	Ordinary	Yes
5	To ratify the appointment of Auditors and to fix their remuneration.	49,84,612	0	0	85,32,216	2	8,066	1,35,16,828	2	8,066	Ordinary	Yes
6	Approval on Material Related Party Transactions	44,37,715	79477	4,67,420	3,035	0	8,066	44,40,750	79477	4,75,486	Ordinary @	Yes
7	Remuneration to the Cost Auditors	49,84,612	0	0	85,32,217	1	8,066	1,35,16,829	1	8,066	Ordinary	Yes
8	Remuneration to Non-executive Directors	48,71,615	0	1,12,997	85,32,217	1	8,066	1,34,03,832	1	1,21,063	Ordinary	Yes

@ FAG Kugelfischer GmbH, being related party, has not participated in the Voting.

VOTE OF THANKS

The meeting then ended at 6:00 pm with a vote of thanks to the Chair.

Delhi / May 6, 2016

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Avinash Gandhi
CHAIRMAN